



## LEXIS Document Services

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RECORDATION NO. 21985-6 FILED

JAN 03 '02

11-33 AM



December 28, 2001

Taledia Stokes  
Surface Transportation Board  
Recordation Office  
1925 K Street, N.W., Suite 70  
Washington D.C. 20423

Dear Taledia,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of November 7, 2001 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.**  
1211 Avenue of the Americas, New York, NY 10036

Lessee: **THE MENNEL MILLING COMPANY**  
128 West Crocker St., PO Box 806, Fostoria, OH 44830

**A short summary of the document to appear in the index follows:**

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.** and Lessee: **THE MENNEL MILLING COMPANY.**, covering 3 hopper cars with reporting marks and numbers – CEFX 75765 – CEFX 75804, NOT INCLUSIVE.

Please file this memorandum **SECOND** as a **SECONDARY** document to Recordation #21985 dated 1/20/99 and return one (1) stamped original to my attention. A check covering the filing fee of twenty-eight dollars (\$28.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-634-9738 ext. 20100.

Thank you for your prompt assistance.

Sincerely,

  
Sherry Lewey  
Research/Development Coordinator

MEMORANDUM OF RAILCAR LEASE

RECORDATION NO. 21985-G FILED

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 03<sup>rd</sup> day of JAN 99 11-33 AM  
November 2001, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a  
Delaware corporation, with an address at 1211 Avenue of the Americas, 20th Floor, New  
York, New York 10036 (the "Lessor"), and THE MENNEL MILLING COMPANY, a  
Ohio corporation, with an address at 128 West Crocker Street, P.O. Box 806, Fostoria,  
OH 44830 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar  
Lease (the "Lease") dated as of December 28, 1998 covering certain equipment described  
therein and with respect to which a Memorandum of Railcar Lease was filed with the  
Surface Transportation Board ("STB") on January 20, 1999 and given Recordation  
Number 21985.

WHEREAS, the Parties have entered into an additional Schedule under the Lease  
and wish to show for the public record the existence of the aforesaid Schedule, the  
respective interests therein of the Parties and a description of the equipment (the  
"Equipment") as set forth in Schedule A hereto, and accordingly the Parties have caused  
this Memorandum to be executed by their respective duly authorized officers, as of the  
date first above written

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of  
which are hereby acknowledged by each of the Parties hereto, by this instrument the  
Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance  
with the terms and conditions of the Lease, and the Lessee confirms and accepts such  
terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on  
behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the  
execution of the foregoing instrument was the free act and deed of the Lessor. I further  
declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: Richard M. Latin  
Name: RICHARD LATIN  
Title: VICE PRESIDENT/LEASING

I certify that I hold the title set forth below, that this instrument was signed on  
behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the  
execution of the foregoing instrument was the free act and deed of the Lessee. I further  
declare under penalty of perjury that the foregoing is true and correct.

THE MENNEL MILLING COMPANY

By: Garry L. Straubach  
Name: GARRY L. STRAUBACH  
Title: V-P Transportation

**SCHEDULE A**

Quantity

3

Equipment Description

5660 c.f. covered hopper cars

Car Marks and Numbers

1	CEFX	75765
2	CEFX	75785
3	CEFX	75804